SEC

02)

Potential persons who are to respond to the collection of information 1972 (6- contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

03033166

FORM D

OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response...1

RECEIVED

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

	PR(OCESSED
	1 SE	P 26 2003
SEC USE O	NLÝ	THOMSON
Prefix	Serial	THOMSON FINANCIAL
DATE RECE	IVED	New York of the Control of the Contr

Name of Offering ([] check if this is change.) SHUM FAMILY PARTNERSHIP III,		nt and name h	as changed, ar	nd indicate	
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[] <u>Rule 505</u>	[X] Rule 506	[] Section 4(6)	[]ULOE
Type of Filing: [] New Filing [X]	Amendment				
A. B	ASIC IDENTI	FICATION DA	TA		

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indiciate change.) SHUM FAMILY PARTNERSHIP III, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code) 10 SUMMERLAND LANE, BRIARCLIFF, NY 10510 Telephone Number (Including Area Code) 914-923-3339 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) **Brief Description of Business** TO INVEST PRIMARILY IN SECURITIES Type of Business Organization [] corporation [X] limited partnership, already formed [] other (please specify): [] business trust [] limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization: [X] Actual [] Estimated [12/95] Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [][] DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [X] General and/or Managing Partner
Full Name (Last nam SHUM PARTNERS,			
	ce Address (Number and Street ANE, BRIARCLIFF, NY 10510		de)
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[X] Executive Officer	[] Director [] General and/o Managing Partner
Full Name (Last nam DR. HENRY SHUM	e first, if individual)	May and a state of the state of	
	ce Address (Number and Street ANE, BRIARCLIFF, NY 10510		de)
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam	e first, if individual)	ng panganangan sang sang sang nganggan pangan sang sang sang sang sang sang sang	nterform name and a section of the s
Business or Residen	ce Address (Number and Street	t, City, State, Zip Co	de)
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				Pa	irtner
Full Name (Last nam	e first, if individua	ıl)			- Colonia Carlo Ca
Business or Residen	ce Address (Num	ber and Stree	t, City, State, Zip Coo	le)	***************************************
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(Use blank she	eet, or copy and	use addition	al copies of this she	et, as necessary.)	
Name of the state	B. INFOR	RMATION AB	OUT OFFERING	*Account and the Hall Control of the Hall Cont	us-l andistraturas
1. Has the issuer solo offering?					Yes No
2. What is the minimi		• •	Column 2, if filing und pted from any individ		\$100,000.
3. Does the offering p	permit joint owner	ship of a singl	e unit?		Yes No [X]
4. Enter the informati directly or indirectly, connection with sales person or agent of a the name of the brok persons of such a broonly.	any commission on s of securities in the broker or dealer r er or dealer. If mo	or similar remu he offering. If a registered with ore than five (5	ineration for solicitation a person to be listed in the SEC and/or with in persons to be listed	on of purchasers in is an associated a state or states, list d are associated	
Full Name (Last nam	e first, if individua	ai)			austernammenten
Rusiness or Residen	ca Address (Num	her and Stree	t City State Zin Coc	10)	

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Busine	ess or R	esidenc	e Addre	ss (Num	ber and	Street, 0	City, Stat	e, Zip Co	ode)	***************************************		•
Name	of Asso	ciated B	roker or	Dealer				90 <u>28</u> 0000049 20070 (MATHADE 1997 1997 1997 1997 1997 1997 1997 199		***************************************		
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Aggregate Offering Price Amount Already Sold

^{1.} Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Debt	\$	\$
Equity	\$	\$
[] Common [] Preferred		
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$2,500,000	\$1,068,000
Other (Specify).	\$	\$
Total	\$2,500,000	\$1,068,000
Answer also in Appendix, Column 3, if filing under ULOE.	,	, ,
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number	Aggregate Dollar Amount
	Investors	of Purchases
Accredited Investors	9	\$1,068,000
Non-accredited Investors		\$
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
		Dollar Amount
Type of offering	Type of Security	Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$
		τ
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees]\$
Printing and Engraving Costs]\$
Legal Fees	[]\$1,500
Accounting Fees	[]\$1,500
Engineering Fees]\$
Sales Commissions (specify finders' fees separately)]\$
Other Expenses (identify)	[]\$

Total		[]\$3,000
c. Enter the difference between the aggregate offering Question 1 and total expenses furnished in response difference is the "adjusted gross proceeds to the issue 5. Indicate below the amount of the adjusted gross proposed to be used for each of the purposes shown burpose is not known, furnish an estimate and check estimate. The total of the payments listed must equal to the issuer set forth in response to Part C - Question	e to Part C - Question 4.a. This er." Doceeds to the issuer used or If the amount for any the box to the left of the the adjusted gross proceeds	\$1,065,000
Salaries and fees	Payr Offic Direc Affilia	ctors, & To
Purchase of real estate	[]	[]
Purchase, rental or leasing and installation of ma		\$ [] \$\$
Construction or leasing of plant buildings and fac	ilities []	[] \$
Acquisition of other businesses (including the val securities involved in this offering that may be us exchange for the assets or securities of another pursuant to a merger)	ue of sed in [] issuer \$	[] \$\$
Repayment of indebtedness	\$	[] \$
Working capital	, , ,	 [] \$
Other (specify): Make investments in securities	[] \$[]	[] \$1,065,000 []
Column Totals	\$ 	\$ [] \$
Total Payments Listed (column totals added)	· —	[] \$1,065,000
D. FEDERAL SIGI	NATURE	and the second s
The issuer has duly caused this notice to be signed by his notice is filed under Rule 505, the following signat o furnish to the U.S. Securities and Exchange Comm information furnished by the issuer to any non-accredity Rule 502.	the undersigned duly authorized ure constitutes an undertaking by ssion, upon written request of its	the issuer staff, the
ssuer (Print or Type)	Signature 1	Date
SHUM FAMILY PARTNERSHIP III, L.P.	.Afth	9/23/03
Name of Signer (Print or Type) Dr. Henry Shum	Title of Signer (Print or Type) Shum Partners, Inc., General Dr. Henry Shum, Pr	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

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	any party describ sions of such rule		sently subject to any of the disqualif	fication Yes No
		See Appendix, Columi	n 5, for state response.	
			furnish to any state administrator of CFR 239,500) at such times as req	
		suer hereby undertakes to urnished by the issuer to off	furnish to the state administrators, referees.	upon written
satisf notice	fied to be entitled e is filed and und	to the Uniform limited Offe	suer is familiar with the conditions the ring Exemption (ULOE) of the state iming the availability of this exempted been satisfied.	in which this
			ne contents to be true and has duly ned duly authorized person.	caused this
Issue	er (Print or Type)		Signature	Date
Name	e of Signer (Print	or Type)	Title (Print or Typ	e)
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		APPE	NDIX	
1	2	3 Type of security	4	5 Disqualification under State ULOE
	Intend to sell to non-	and aggregate offering price	Type of investor and	(if yes, attach

amount purchased in State

explanation of

accredited

offered in state

	investo Sta (Part B-	te	(Part C-Item 1)	Item 1) (Part C-Item 2)				waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors		Number of Non- Accredited Investors	Amount	Yes	No	
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CA	X		LIMITED PARTNERSHIP \$2,500,000	2	\$200,000	ZERO	ZERO		X	
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